

ARTICLES OF ASSOCIATION OF HONG KONG CO., LIMITED

香港有限公司组织章程

Preliminary 序首

1. The regulations contained in Table in the First Schedule to the Companies Ordinance (Chapter 32) shall apply to the Company save in so far as they are hereby expressly excluded or modified. In case of conflict between the herein contained shall prevail.

1. 除非本章程细则明确地将公司条例(第三十二章)的第一附表“A表”，(下称“A表”)所列出的规则排除或修改，否则“A表”所列出的规则适用于本公司。假如“A表”所列规则，与本章程细则，内容互相违背，则以本章程细则内容为标准。

2. The company is a private company and accordingly:

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of Members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to

fifty. Provided that where two or more persons hold one or more shares in the company jointly the shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

2. 本公司为私人公司，据此—

(a) 转让股份的权利乃以下文所订明的方式受限制。

(b) 公司的成员人数(不包括受雇用于公司的人，亦不包括先前受雇于公司而在受雇用期间及在终止受雇之后，一直作为公司成员的人)以 50 名为限。但就本条而言，凡 2 名或多于 2 名人仕联名持有公司一股或多于一股的股份，该等人仕须视为单一名成员；

(c) 禁止任何邀请公众人仕认购公司的任何股份或债权；

Transfer of Shares 股份的转让

3. The Directors may decline to register any transfer of shares to any person without giving any reason therefor. The

Directors may suspend the registration of transfers during the twenty-one days immediately preceding the Ordinary General

Meeting in each year. The Directors may decline to register any instrument of transfer, unless (a) a fee not exceeding two

dollars is paid to the Company in respect thereof, and (b) the

instrument of transfer is accompanied by the Certificate of the shares to which it relates, and such other evidence as the

Directors may reasonably require to show the right of the transferor to make the transfer.

3. 董事可在无须给予任何理由的情况下，拒绝为任何人仕登记股份转让。在每年周年大会举行前二十一日，董事可暂停登记股份转让，除下列情况外，董事可拒绝为任何转让文件进行登记除非： a) 有关人仕或公司就有关转让文件，支付本公司不超过 2 元的费用； b) 有关人仕或公司能够向本公司董事呈交相关转让文件的股份证明书及其他董事有权合理要求的证据，以证明转让人有权作出该等转让。

Chairman of Directors

4. The Director may elect a chairman of their meetings, and determine the period for which he is to hold office, and unless otherwise determined the chairman shall be elected annually.

If no chairman is elected, or if at any meeting the chairman is not present within half an hour of the time appointed for holding the same, the Directors present shall choose someone of their number to be the chairman of such meeting.

4. 董事可选出会议主席并决定其任期。除另有规定外，主席选举必须每年举行一次。假如没有选出主席，或主席在任何会议指定时间半小时内仍未出席，则出席的董事可在与会的董事中选出一人，担任会议主席。

5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two. The first Directors of the Company shall be nominated in writing by the subscribers to the Memorandum of Association.

5. 除公司在大会另有规定外，董事人数不得少于两人。首任董事，必须由组织章程大纲内签署的股份认购人以书面提名。

I/We, the undersigned, whose name(s), address(es) and description(s) are hereto subscribed, am/are desirous of being formed into a Company in pursuance of this Memorandum of Association, and I/we respectively agree to take the number of share(s) in the capital of the company set opposite to my/our respective names:--

我/我们，即列具姓名或名称及地址的签署的股份认购人，均意欲依据本组织章程大纲组成一间公司，我/我们并各别同意按照列于我/我们的姓名及相对应的股份数目，承购公司资本中的股份。

6. A Director who is about to go away from or is absent from Hong Kong may with the approval of the majority of the other Directors nominate any person to be his substitute and such substitute whilst he holds office as such shall be entitled to notice of Meetings of the Directors and to attend and vote

thereat accordingly and he shall ipso facto vacate office if and when the appointor returns to Hong Kong or vacate office as a Director or removes the substitute from office and any appointment and removal under this Article shall be effected by notice in writing under the hand of or by cable from the Director making the same. A Director may appoint (subject as above provided) one of the other Directors to be his substitute who shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointor's rights at meetings of the Directors.

6. 董事即将离开香港或不在香港，可在得到大多数董事的批准后，提名任何人仕代替其职位，替代董事在替代期间，有权接收董事会议通知，出席会议及在会议上投票。当委任人回港或辞任董事或罢免替代董事，替代董事必须离任。根据本细则所作出的任何委任及罢免，必须由作出此举的董事亲笔以书面形式或以电报形式发出通知，方可作实。一位董事可(在不抵触上述条文下)委任另一位董事为替代董事。该替代董事有权在董事会议上行使其本身作为董事的投票权及委托人的投票权。

7. At the Ordinary General Meeting to be held next after the adoption of these Articles and at every succeeding Ordinary General Meeting all Directors shall retire from office and shall be eligible for re-election.

7. 除永久董事外(如获委任),所有董事必须在公司采纳本细则后的第一个普通大会及后的每年普通大会上,辞任董事及可再连任.

8. A Director shall not require any qualification shares.

8. 董事无需持有资格股份。

9. The office of a Director shall be vacated if the Director:

(a) resigns his office by notice in writing to the Company;

or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes of unsound mind.

9. 如有下述情形,董事必须离任:—

(a) 以书面通知向公司辞任;或

(b) 破产或与其债权人概括地达成债务偿还安排或债务重整协议;或

(c) 精神不健全.

10. (a) No Director shall be disqualified from his his office

by contracting with the Company, nor shall any such contract

or any contract entered into by or on behalf of the Company in

which any Director shall be in any way interested be avoided,

nor shall any Director so contracting or being so interested

be liable to account to the Company for any profit realised by

any such contract by reason only of such Director holding that

office, or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined on if his interest then exists, or, in any other case, at the first meeting of the Directors after the acquisition of his interest. A Director may vote in respect of any contract or arrangement in which he is interested.

(b) A director of the Company may be or become a Director of any company promoted by this company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or shareholder of such company.

10. (a) 董事不会因为与公司订立合约而丧失出任董事的资格。亦无须避免以公司代表身份订立合约，纵使订立该等合约可能牵涉董事利益，董事无须向公司交代从订立合约中所得到的利润，或所建立的信托关系。不过，有关董事须要在决定合约的董事会议上，披露存在的利害关系。如属其他情况，有关董事须在其获取利益后的第一个董事会会议上作出披露，纵使合约或安排牵涉董事的利害关系，他也可在该会议上投票。

(b) 公司董事可在其发起公司内出任董事或以卖家，股东或其他形式出现，以致到该董事与公可有利害关系。有关董事无须就他在该公司出任股东或董事所得到的利益向公司交代。

11. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined, two Directors shall constitute a quorum. If the company shall have only one Director, one Director shall constitute a quorum and the sole Director may, in lieu of minutes of a meeting, record in writing and sign a note or memorandum of all matters requiring a resolution of the Directors. Such note or memorandum shall constitute sufficient evidence of such resolution for all purposes. The sole Director shall provide the Company with such note or memorandum, or a copy thereof, within 7 days of the signing.

11. 董事在认为合适的情况下，可举行会议处理事务，将会议押后及以其他方式规管会议，并可订定处理事务的法定人数。直至另行订定，董事开会的法定人数须为两人。如公司只有一名董事，则一名董事即构成开会的法定人数，并相应执行会议，签署一切董事会的决议。这种没有记录的决议仍然构成充分的有效性。唯一的这名董事应当在签署决议 7 日内提供这样的说明或者备忘录。

12. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall

be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

12 假如董事局出现临时空缺,可由其也董事填补,所选出董事的退任日期必须与他所填补被董事的退任日期同一日,犹如他跟所填补董事一样同一日当选。

13. Subject to the provisions of Article 6 hereof, the Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meetings as an additional Director.

13. 在不抵触本章程细则第六条的情况下,董事有权在任何时间并不时委任任何人出任额外董事.而该董事必须在下次的普通大会上辞任,但不影响他在该大会上被选为额外董事的资格.

14. The Company may by special resolution remove any Director and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. If the Company shall have sole Director who

is also the sole member, a Reserve Director (who must be 18 years of age or above) may be nominated in General Meeting and set in the place of the sole Director in the event of his death.

14 . 公司可以通过特别决议罢免董事及通过普通决议委任另一人代其出任董事. 被委任的董事卸任日期与所替代董事一致, 犹如他与所替代董事一样同一日当选为董事. 如果公司只有唯一一位董事, 同时也是唯一的成员, 则在股东大会上应提名一位候补董事 (需年满十八周岁), 如果董事死亡, 则由候补董事继任。

15. Any resolution of the Board of Directors in writing signed by the majority of the Directors, in whatever part of the world they may be, shall be valid and binding as a resolution of the Directors provided that notice shall have been given to all the Directors of the Company capable of being communicated with conveniently according to the last notification of address by each such Director given to the Registered Office of the Company.

15. 只要公司已将开会通知寄到送到董事最后留在公司注册地址的最近期通讯地址, 则无论董事身在世界何方由大多数董事署名的董事局书面决议, 如同董事决议一样均为有效及有约束力.

16. Where any notice is required either by these Articles, by

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